

This Instrument Prepared by
and return to:

Bainbridge Community Development District
c/o Rizzetta & Company, Inc.
3434 Colwell Avenue, Suite 200
Tampa, Florida 33614

Doc # 2007352249, OR BK 14263 Page 1815.
Number Pages: 13
Filed & Recorded 11/08/2007 at 12:40 PM,
JIM FULLER CLERK CIRCUIT COURT DUVAL
COUNTY
RECORDING \$112.00

**DISCLOSURE OF PUBLIC FINANCING AND MAINTENANCE OF IMPROVEMENTS
TO REAL PROPERTY UNDERTAKEN BY THE BAINBRIDGE COMMUNITY
DEVELOPMENT DISTRICT**

Board of Supervisors¹

Curtis L. Hart, Chairman
Mark A Knowles
Beverly J. Holland
Ron Pinholster
William E. Bundy

District Manager
Rizzetta & Company, Inc.
3434 Colwell Avenue, Suite 200
Tampa, Florida 33614
(813) 933-5571

Certain district records are on file at the offices of The Collins Group, Inc., 3840 Crown Point Road, Suite A, Jacksonville, FL 32257 or through the offices of the District Manager, 3434 Colwell Avenue, Tampa, FL 33614, and are available for public inspection upon request during normal business hours.

¹ This list reflects the composition of the Board of Supervisors as of September 12, 2007. For a current list, please contact the District Manager.

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Introduction

On behalf of the Board of Supervisors of the Bainbridge Community Development District (the "District"), the following is provided to give you a description of the District's services and the assessments that are anticipated to be levied within the District to pay for certain community infrastructure, and the manner in which the District is operated. The District is a unit of special-purpose local government created pursuant to and existing under the provisions of Chapter 190, Florida Statutes. Unlike city and county governments, the District has only certain limited powers and responsibilities. These powers and responsibilities include, for example, certain roadway, drainage, and recreational amenities.

Under Florida law, community development districts are required to take affirmative steps to provide for the full disclosure of information relating to public financing and maintenance of improvements to real property undertaken by such districts. The law specifically provides that this information shall be made available to all persons currently residing within the District and to all prospective District residents. The following information, fees and charges that are anticipated to be levied within the District to pay for certain community infrastructure, is provided to fulfill this statutory requirement.

The District is here to serve the needs of the community and we encourage your participation in District activities.

What is the District and how is it governed?

The District is an independent special taxing district, created pursuant to and existing under the provisions of Chapter 190, Florida Statutes, and established by the City of Jacksonville via Ordinance #2005-1417-E, enacted on January 10, 2006. The District currently encompasses approximately 208 acres of land located entirely within the jurisdictional boundaries of the City of Jacksonville, Duval County, Florida. The legal description of the lands encompassed within the District is attached hereto as Exhibit A. As a local unit of special-purpose government, the District provides an alternate means for planning, financing, constructing, operating and maintaining various public improvements and community facilities within its jurisdiction.

The District is governed by a five-member Board of Supervisors, the members of which must be residents of Florida and citizens of the United States. Within 90 days of appointment of the initial board, members were elected on an at-large basis by the owners of property within the District, each landowner being entitled to one vote for each acre of land with fractions thereof rounded upward to the nearest whole number. Elections are held every two years in November. Commencing six years after the initial appointment of Supervisors and when the District attains a minimum of 250 qualified electors, Supervisors whose terms are expiring will begin to be elected by qualified electors of the District. A "qualified elector" in this instance is any person at least 18 years of age who is a citizen of the United States, a legal resident of Florida and of the District, and who is also registered with the Supervisor of Elections to vote in Duval County. Notwithstanding the foregoing, if at any time the Board proposes to exercise its ad valorem

taxing power, it shall, prior to the exercise of such power, call an election at which all members of the Board shall be elected by qualified electors of the District.

Board meetings are noticed in the local newspaper and are conducted in a public forum in which public participation is permitted. Consistent with Florida's public records laws, the records of the District are available for public inspection during normal business hours. Elected members of the Board are similarly bound by the State's open meeting law and are subject to the same disclosure requirements as other elected officials under the State's ethics laws.

What infrastructure improvements does the District provide and how are the improvements paid for?

The District currently consists of approximately 208 acres of land. The public infrastructure necessary to support the development program within the District includes, but is not limited to road and entranceway improvements, landscaping, stormwater, water and sewer, and recreational amenities.

The Bainbridge Estates community is a residential community and is planned to consist of 521 single family residences. Certain of the necessary infrastructure improvements will be funded by the District's sale of special assessment bonds (discussed below). Further information can be obtained from the District's Engineering Reports on file in the District's public records.

Transportation/Roadway Improvements

This category will include roadway improvements within the District as well as the required contribution or "fair share" of the cost of offsite roadway improvements required by the city. These improvements include clearing, grubbing, and earthwork necessary for work within the rights-of-way, roadway and curb improvements. The District intends to convey the completed roadways within the District boundaries to the City of Jacksonville for operation and maintenance.

Utility Improvements

The District intends to acquire water and sewer facilities that have been constructed within the boundaries of the District. The water distribution facilities include approximately 2.6 miles of water main, 28 valves, and 16 fire hydrants. The sewer facilities include approximately 4,360 lineal feet of force mains, 2.4 miles of 8 inch gravity sewer lines, and 61 manholes. Further, 2 sewage pumping stations have been installed.

All water distribution and sewer collection infrastructure constructed by the District to serve its residents will be dedicated to JEA, a public utility company, who will maintain the utility and provide service to residents.

Stormwater Management

The stormwater management and maintenance facilities will provide for the collection, transmission, attenuation and treatment of stormwater runoff from the roadways for all property within the District. Stormwater management facilities include approximately 7,648 lineal feet of storm drainage pipe and 69 storm inlet and control structures and manholes. The stormwater management system will be constructed consistent with the specifications of the City of Jacksonville and the St. Johns River Water Management District and will be owned and maintained by the District.

Recreation Facility Improvements

The District will finance an amenity center to be located within the District boundaries. The basic components of the facility are expected to include a clubhouse with exercise room, a multi-purpose room with an open-deck area, a community swimming pool with bath house, a toddler pool, tot lot, playground, one tennis court, a multi purpose field, and a playground. The District will own, operate, and maintain this amenity center.

Wetland Mitigation

Wetland impacts in the District will require mitigation. The District will construct new wetlands and maintain or enhance existing wetlands to comply with mitigation requirements and environmental permits. This will include approximately 1.9 acres of wetland creation and 7 acres of wetland enhancement including the planting of 2,579 trees of suitable species.

Entry Features, Monumentation & Landscaping

The District will finance the construction of entrance features, landscaping and signage at the entrance to the neighborhood, as well as landscaping at certain common areas within the District. These features will be maintained by the District.

Assessments, Fees and Charges

On May 1, 2007, the District issued \$8,240,000, of its Bainbridge Community Development District Special Assessment Bonds, Series 2007. Proceeds of the Bonds have been, and will continue to be, used to finance the acquisition and construction of proposed infrastructure improvements to serve the lands within the District. The amortization schedule for the Series 2007 Bonds is attached hereto as Exhibit B. The total principal amount of Series 2007 Bonds allocated to each lot is \$15,816; the annual assessment on each lot is \$1,150, exclusive of costs of collection. A copy of the District's assessment methodology is available from the District's public records.

The Series 2007 Bonds and the interest due thereon, are payable solely from and secured by the levy of non ad valorem or special assessments against lands within the District which benefit from the construction, acquisition, establishment, and operation of the District's improvements. The assessments are billed in the same manner as are county ad valorem taxes.

The District may undertake the construction, acquisition, or installation of other future improvements and facilities, which may be financed by bonds, notes, or other methods authorized by Chapter 190 of the Florida Statutes. More information can be obtained from the Improvement Plan, as revised, on file with the District.

The amounts described above exclude any operations and maintenance assessments which may be determined and calculated annually by the District's Board of Supervisors against all benefited lands in the District. These assessments will also be collected in the same manner as county ad valorem taxes. These assessments may change annually as determined by the Board in a noticed public meeting.

A detailed description of all costs and allocations which result in the formulation of assessments, fees and charges are available for public inspection upon request.

Method of Collection

The District's assessments, both capital and maintenance, may appear on that portion of the annual real estate tax bill entitled "non-ad valorem assessments," and may be collected by the county tax collector in the same manner as county ad valorem taxes. Each property owner must pay both ad valorem taxes and non-ad valorem assessments at the same time. Property owners will, however, be entitled to the same discounts as provided for ad valorem taxes. As with any tax bill, if all taxes and assessments due are not paid within the prescribed time limit, the tax collector is required to sell tax certificates which, if not timely redeemed, may result in the loss of title to the property.

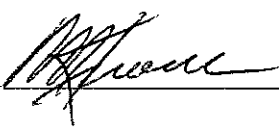
This description of the Bainbridge Community Development District's operation, services and financing structure is intended to provide assistance to landowners and purchasers concerning the important role that the District plays in providing infrastructure improvements essential to the development of new communities. If you have questions or would simply like additional information about the District, please contact Rizzetta & Company, Inc., District Manager, 3434 Colwell Avenue, Suite 200, Tampa, Florida 33614, or call (813) 933-5571.

IN WITNESS WHEREOF, this Disclosure of Public Financing and Maintenance of Improvements to Real Property Undertaken has been executed as of the 7th day of November, 2007, to be recorded in the Official Records of Duval County, Florida.

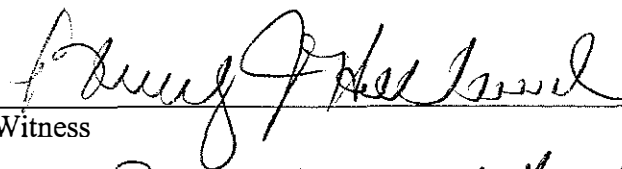
**BAINEBRIDGE COMMUNITY
DEVELOPMENT DISTRICT**

By: 
Chairman

Witness



Print Name MARK KNOWLES


Witness


Print Name BEVERLY T. ADKINS

**STATE OF FLORIDA
COUNTY OF Duval**

The foregoing instrument was acknowledged before me this 7th day of November, 2007, by Curtis Hart, Chairman of the Bainebridge Community Development District, who is personally known to me or who has produced _____ as identification, and did [-] or did not [] take the oath.

NOTARY PUBLIC-STATE OF FLORIDA
 **Eric J. Dailey**
Commission #DD710983
Expires: DEC. 22, 2011
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

Print Name: ERIC J. DAILEY
Commission No.: DD710983
My Commission Expires: 12-22-2011

Attachments: Exhibit A, Legal Description
Exhibit B, Amortization Schedule

EXHIBIT A

A PORTION OF LOTS 3 AND 6, TISONS SUBDIVISION, AS RECORDED IN PLAT BOOK 1, PAGE 150 OF THE FORMER PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, ALSO BEING A PORTION OF THE CHARLES SETON GRANT, SECTION 40, TOWNSHIP 1 NORTH, RANGE 27 EAST, DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE SOUTHEAST CORNER OF SECTION 45, TOWNSHIP 1 NORTH, RANGE 27 EAST; THENCE NORTH $89^{\circ}49'46''$ EAST, ALONG THE NORTHERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS 7245, PAGE 2347, ALSO BEING THE SOUTHERLY LINE OF THOSE LANDS DESIGNATED TRACT B, AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS 5901, PAGE 959 ALL OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY, A DISTANCE OF 627.63 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF INTERSTATE 95 (A 300 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED); THENCE SOUTH $05^{\circ}01'04''$ EAST, ALONG SAID WESTERLY RIGHT-OF-WAY LINE, 1740.39 FEET TO THE NORTHERLY LINE OF AFORESAID LOT 6, TISONS SUBDIVISION; THENCE SOUTH $89^{\circ}18'52''$ WEST, ALONG SAID NORTHERLY LINE, 2417.20 FEET TO THE NORTHWEST CORNER OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 3163, PAGE 913, OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH $01^{\circ}22'58''$ EAST, ALONG THE WESTERLY LINE OF SAID LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 3163, PAGE 913 OF SAID CURRENT PUBLIC RECORDS 61.07 FEET; THENCE SOUTH $75^{\circ}10'34''$ WEST, 126.82 FEET; THENCE SOUTH $34^{\circ}39'51''$ WEST, 264.69 FEET TO THE ARC OF A CURVE LEADING SOUTHERLY; THENCE SOUTHERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE WESTERLY, HAVING A RADIUS OF 240.00 FEET, AN ARC DISTANCE OF 84.85 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH $13^{\circ}09'18''$ EAST, 84.41 FEET; THENCE SOUTH $27^{\circ}48'35''$ WEST, 20.87 FEET TO THE ARC OF A CURVE LEADING SOUTHWESTERLY; THENCE SOUTHWESTERLY ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE WESTERLY, HAVING A RADIUS OF 230.00 FEET, AN ARC DISTANCE OF 6.50 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH $02^{\circ}15'06''$ WEST, 6.50 FEET TO THE POINT OF REVERSE CURVATURE OF A CURVE LEADING SOUTHEASTERLY; THENCE SOUTHEASTERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE NORTHEASTERLY, HAVING A RADIUS OF 25.00 FEET, AN ARC DISTANCE OF 31.20 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH $32^{\circ}41'26''$ EAST, 29.21 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH $68^{\circ}26'30''$ EAST, 77.11 FEET TO THE POINT OF CURVATURE OF A CURVE LEADING SOUTHEASTERLY; THENCE SOUTHEASTERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 125.00 FEET, AN ARC DISTANCE OF 82.35 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH $49^{\circ}34'05''$ EAST, 80.87 FEET; THENCE NORTH $59^{\circ}18'20''$ EAST, 144.50 FEET TO THE AFORESAID WESTERLY LINE OF SAID LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 3163, PAGE 913 OF SAID CURRENT PUBLIC RECORDS; THENCE SOUTH $01^{\circ}22'58''$ EAST, ALONG LAST SAID LINE AND ALONG THE WESTERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 3163, PAGE 912, A DISTANCE OF 2075.20 FEET TO THE NORTHERLY LINE OF THOSE LANDS

DESIGNATED PARCEL 1, AND DESCRIBED AND RECORDED IN OFFICIAL RECORDS BOOK 9449, PAGE 975, OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE NORTH 78°51'16" WEST, ALONG LAST SAID LINE, 112.44 FEET; THENCE NORTH 15°34'53" WEST, 138.82 FEET TO THE ARC OF A CURVE LEADING NORTHERLY; THENCE NORTHERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE EASTERLY, HAVING A RADIUS OF 45.00 FEET, AN ARC DISTANCE OF 132.59 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 21°10'14" WEST, 89.57 FEET TO THE POINT OF REVERSE CURVATURE OF A CURVE LEADING NORTHEASTERLY; THENCE NORTHEASTERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 25.00 FEET, AN ARC DISTANCE OF 28.20 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 30°55'44" EAST, 26.73 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 01°22'58" WEST, 21.13 FEET; THENCE SOUTH 88°37'02" WEST, 100.00 FEET; THENCE SOUTH 01°22'58" EAST, 4.16 FEET TO THE POINT OF CURVATURE OF A CURVE LEADING SOUTHWESTERLY; THENCE SOUTHWESTERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 30.00 FEET, AN ARC DISTANCE OF 52.09 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 48°21'30" WEST, 45.79 FEET; THENCE SOUTH 41°28'29" WEST, 9.95 FEET; THENCE NORTH 48°31'31" WEST, 53.19 FEET TO THE NORTHEASTERLY PROLONGATION OF THE SOUTHEASTERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 10830, PAGE 239 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH 41°28'29" WEST, ALONG SAID NORTHEASTERLY PROLONGATION, AND ALONG THE SOUTHEASTERLY LINE OF SAID LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 10830, PAGE 239, A DISTANCE OF 528.31 FEET TO THE NORTHEASTERLY RIGHT-OF-WAY LINE OF PECAN PARK ROAD (A 60 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED); THENCE NORTHWESTERLY, ALONG SAID NORTHEASTERLY RIGHT-OF-WAY LINE, RUN THE FOLLOWING TWO (2) COURSES AND DISTANCES: COURSE NO. 1: NORTH 48°31'31" WEST, 504.90 FEET, TO THE POINT OF CURVATURE OF A CURVE LEADING NORTHWESTERLY; COURSE NO. 2: ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 861.51 FEET, AN ARC DISTANCE OF 251.82 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 56°53'58" WEST, 250.93 FEET, TO THE EASTERLY RIGHT-OF-WAY LINE OF TISON ROAD (A 60 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED); THENCE NORTH 17°55'37" WEST, ALONG LAST SAID LINE, 76.25 FEET, TO THE WEST LINE OF AFORESAID SECTION 40; THENCE NORTH 00°12'45" WEST, ALONG LAST SAID LINE, 2617.17 FEET TO THE WESTERLY PROLONGATION OF THE SOUTHERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 4921, PAGE 270 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE NORTH 80°22'01" EAST, ALONG LAST SAID LINE, AND ALONG THE SOUTHERLY LINE OF SAID LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 4921, PAGE 270, A DISTANCE OF 365.82 FEET TO THE SOUTHEAST CORNER OF SAID LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 4921, PAGE 270; THENCE NORTH 00°12'44" WEST, ALONG THE EASTERLY LINE THEREOF, AND ALONG THE EASTERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 4921, PAGE 272

OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY, AND ALONG THE
NORTHERLY PROLONGATION THEREOF, A DISTANCE OF 1431.60 FEET TO THE
SOUTHERLY LINE OF AFORESAID SECTION 45; THENCE SOUTH 84°27'16"
EAST, ALONG LAST SAID LINE 852.79 FEET; THENCE SOUTH 02°22'28"
EAST, 252.41 FEET; THENCE NORTH 84°27'16" WEST, 31.52 FEET;
THENCE SOUTH 05°32'44" WEST, 100.00 FEET; THENCE SOUTH 84°27'16"
EAST, 100.00 FEET; THENCE NORTH 05°32'44" EAST, 100.00 FEET;
THENCE NORTH 84°27'16" WEST, 33.14 FEET; THENCE NORTH 02°22'28"
WEST, 219.12 FEET TO THE AFORESAID SOUTHERLY LINE OF SECTION 45;
THENCE SOUTH 84°27'16" EAST, ALONG LAST SAID LINE, 1663.53 FEET
TO THE POINT OF BEGINNING.

EXCEPTION NO. 1:

COMMENCE AT THE SOUTHEAST CORNER OF SECTION 45, TOWNSHIP 1 NORTH, RANGE 27 EAST; THENCE NORTH 89°49'46" EAST, ALONG THE NORTHERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS 7245, PAGE 2347, ALSO BEING THE SOUTHERLY LINE OF THOSE LANDS DESIGNATED TRACT B, AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS 5901, PAGE 959 ALL OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY, A DISTANCE OF 627.63 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF INTERSTATE 95 (A 300 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED); THENCE SOUTH 05°01'04" EAST, ALONG SAID WESTERLY RIGHT-OF-WAY LINE, 1740.39 FEET TO THE NORTHERLY LINE OF AFORESAID LOT 6, TISONS SUBDIVISION; THENCE SOUTH 89°18'52" WEST, ALONG SAID NORTHERLY LINE, 2417.20 FEET TO THE NORTHWEST CORNER OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 3163 PAGE 913, OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH 01°22'58" EAST, ALONG THE WESTERLY LINE OF SAID LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS VOLUME 3163 PAGE 913 OF SAID CURRENT PUBLIC RECORDS, 643.68 FEET; THENCE SOUTH 88°37'02" WEST, 160.00 FEET TO THE POINT OF BEGINNING; THENCE NORTH 01°22'58" WEST, 61.66 FEET TO THE POINT OF CURVATURE OF A CURVE LEADING NORTHWESTERLY; THENCE NORTHWESTERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 75.00 FEET, AN ARC DISTANCE OF 87.78 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 34°54'44" WEST, 82.85 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 68°26'30" WEST, 64.66 FEET TO THE POINT OF CURVATURE OF A CURVE LEADING SOUTHWESTERLY; THENCE SOUTHWESTERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE SOUTHEASTERLY, HAVING A RADIUS OF 25.00 FEET, AN ARC DISTANCE OF 37.40 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 68°42'21" WEST, 34.01 FEET TO THE POINT OF REVERSE CURVATURE OF A CURVE LEADING SOUTHWESTERLY; THENCE SOUTHWESTERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE NORTHWESTERLY, HAVING A RADIUS OF 230.00 FEET, AN ARC DISTANCE OF 115.60 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 40°15'09" WEST, 114.39 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 55°17'26" WEST, 34.34 FEET; THENCE SOUTH 35°37'04" EAST, 65.90 FEET; THENCE NORTH 76°57'37" EAST, 71.76 FEET; THENCE NORTH 88°37'02" EAST, 134.61 FEET TO THE POINT OF BEGINNING.

EXCEPTION NO. 2:

A PORTION OF LOT 3 TISONS SUBDIVISION, AS RECORDED IN PLAT BOOK 1, PAGE 150 OF THE FORMER PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF SECTION 45, TOWNSHIP 1 NORTH, RANGE 27 EAST; THENCE NORTH 89°49'46" EAST, ALONG THE NORTHERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS 7245, PAGE 2347; ALSO BEING THE SOUTHERLY LINE OF THOSE LANDS DESIGNATED TRACT B, AS DESCRIBED AND RECORDED IN OFFICIAL RECORDS 5901; PAGE 959 ALL OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY, A DISTANCE OF 627.63 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF INTERSTATE 95 (A 300 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED); THENCE SOUTH 05°01'04" EAST, ALONG SAID WESTERLY RIGHT-OF-WAY LINE 1226.52 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 87°51'11" WEST, 70.13 FEET; THENCE NORTH 61°05'12" WEST, 130.66 FEET; THENCE SOUTH 87°32'23" WEST, 57.39 FEET TO THE ARC OF A CURVE LEADING SOUTHEASTERLY; THENCE SOUTHEASTERLY, ALONG AND AROUND THE ARC OF SAID CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 45.00 FEET, AN ARC DISTANCE OF 24.81 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 37°43'29" EAST, 24.49 FEET; THENCE NORTH 87°32'23" EAST, 37.63 FEET; THENCE SOUTH 61°05'12" EAST, 137.09 FEET; THENCE SOUTH 02°08'49" EAST, 16.65 FEET; THENCE NORTH 87°51'11" EAST, 72.14 FEET TO THE AFORESAID WESTERLY RIGHT-OF-WAY LINE OF INTERSTATE 95; THENCE NORTH 05°01'04" WEST, ALONG SAID WESTERLY RIGHT-OF-WAY LINE, 40.05 FEET TO THE POINT OF BEGINNING.

CONTAINING A NET ACREAGE OF 208.13 ACRES, MORE OR LESS.

CLARY & ASSOCIATE, INC.
PROFESSIONAL LAND SURVEYORS
L.B. NO. 3731
3830 CROWN POINT ROAD
JACKSONVILLE, FLORIDA 32257
(904) 260-2703

 12-22-05
B.L. PITTMAN, P.SEM. NO 4827

EXHIBIT B

DEBT SERVICE REQUIREMENTS

The following table sets forth the scheduled debt service on the Series 2007 Bonds.

<u>Year Ending</u> <u>November 1</u>	<u>Sinking Fund</u> <u>Installment</u>	<u>Interest*</u>	<u>Total</u> <u>Debt Service</u>
2007		\$226,600.00	\$226,600.00
2008		453,200.00	453,200.00
2009	\$110,000	450,175.00	560,175.00
2010	115,000	443,987.50	558,987.50
2011	125,000	437,387.50	562,387.50
2012	130,000	430,375.00	560,375.00
2013	140,000	422,950.00	562,950.00
2014	145,000	415,112.50	560,112.50
2015	155,000	406,862.50	561,862.50
2016	165,000	398,062.50	563,062.50
2017	170,000	388,850.00	558,850.00
2018	180,000	379,225.00	559,225.00
2019	190,000	369,050.00	559,050.00
2020	205,000	358,187.50	563,187.50
2021	215,000	346,637.50	561,637.50
2022	225,000	334,537.50	559,537.50
2023	240,000	321,750.00	561,750.00
2024	255,000	308,137.50	563,137.50
2025	265,000	293,837.50	558,837.50
2026	280,000	278,850.00	558,850.00
2027	300,000	262,900.00	562,900.00
2028	315,000	245,987.50	560,987.50
2029	335,000	228,112.50	563,112.50
2030	350,000	209,275.00	559,275.00
2031	370,000	189,475.00	559,475.00
2032	390,000	168,575.00	558,575.00
2033	415,000	146,437.50	561,437.50
2034	440,000	122,925.00	562,925.00
2035	465,000	98,037.50	563,037.50
2036	490,000	71,775.00	561,775.00
2037	515,000	44,137.50	559,137.50
2038**	<u>545,000</u>	<u>14,987.50</u>	<u>559,987.50</u>
Total	8,240,000	9,266,400.00	17,506,400.00

* Includes interest accrued and capitalized interest from Series 2007 Bond proceeds and earnings thereon. Interest on the Series 2007 Bonds is capitalized through November 1, 2008.

** Final maturity is May 1, 2038.

RECEIPT OF DISCLOSURE

I, Antony L. Hunt, of Bainebridge Estates, LLC ("Developer"), hereby acknowledge receipt of the Disclosure of Public Financing and Maintenance of Improvements to Real Property Undertaken by the Bainebridge Community Development District ("District"). I certify, as representative of the Developer, that in accordance with Section 190.009, Florida Statutes, the District has furnished sufficient copies of this disclosure to the Developer.

[Signature]
(Name)

Chairman
(Title)

11-19-07
(Date)

Hopping Green & Sams

Attorneys and Counselors

November 26, 2007

Special District Information Program
Attn: Jack Gaskins, Jr.
2555 Shumard Oak Blvd.
Tallahassee, Florida 32399-2100

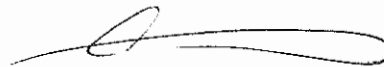
Re: Bainebridge Community Development District

Dear Mr. Gaskins:

Please find enclosed for the Florida Department of Community Affairs' records one (1) copy of the disclosure of public financing and maintenance of improvements to real property undertaken by the Bainebridge Community Development District as recorded in the public records of Duval County, as required by section 190.009, Florida Statutes (2007).

If you have any questions, please do not hesitate to contact me at (850) 222-7500.

Sincerely,



Erin S. Porter
Paralegal

Enclosure

cc. Eric Dailey, District Manager